

8674-C

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ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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*ALSO ADMITTED IN MARYLAND

8674-C
RECORDATION NO. 8674-C
FILED 143

JUN 29 1989 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

June 29, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

9-180A030

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed counterparts of a Supplemental Equipment Trust Agreement dated May 31, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177.

The enclosed document relates to the Equipment Trust Agreement dated as of January 1, 1977, which was duly filed and recorded on January 24, 1977 and assigned Recordation Number 8674, and subsequently supplemented under Recordation Numbers 8674-A and 8674-B.

The names and addresses of the parties to the enclosed document are:

The Chase Manhattan Bank, N.A., Trustee
1 Chase Manhattan Plaza
New York, New York 10081

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

The railroad equipment covered by the enclosed document is five (5) railroad tank cars bearing ACFX reporting marks and road numbers 73531 through 73534, both inclusive, and 77470.

C. T. Kappler

Robert W. Alvord

9-180A030

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 29, 1989
Page Two

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Supplemental Equipment Trust Agreement dated May 31, 1989 covering five (5) tank cars bearing ACFX marks and numbers 73531 - 73534, both inclusive and 77470.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/29/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20423

Dear:

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/29/89, at 2:20pm, and assigned recordation number(s). 8674-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

RECORDATION NO. 8674-C
FILED 1485

JUN 29 1989 -2 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated May 31, 1989,
between The Chase Manhattan Bank, N.A., a national banking association
incorporated and existing under the laws of the United States of America,
as Trustee (hereinafter called the "Trustee"), and ACF Industries, Incorporated,
a corporation organized and existing under the laws of the State of New Jersey
(hereinafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated January 1,
1977 (hereinafter called the "Agreement"), between the Trustee and the
Company there was constituted "ACF Industries, Incorporated Equipment
Trust Series F", pursuant to which certain railroad equipment has been
transferred to, and the title thereto vested in, the Trustee, and such
railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07
of the Agreement, the Trustee has made payment to the Company of \$308,830
out of funds previously deposited with the Trustee pursuant to Section
5.08 of the Agreement and simultaneously therewith the Company has conveyed
to the Trustee Equipment (as defined in the Agreement) described in said
Request and in Exhibit "A" hereto (hereinafter called the "Substituted
Equipment"), and has delivered to the Trustee an Officer's Certificate
in respect of the Substituted Equipment a certificate as to delivery
thereof, a Bill of Sale transferring the Substituted Equipment to, and
vesting the title thereto in, the Trustee and an Opinion of Counsel satis-
factory to the Trustee with respect to the Substituted Equipment, all in
like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon

such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit "A" hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto

affixed, duly attested, as of the day and year first above written.

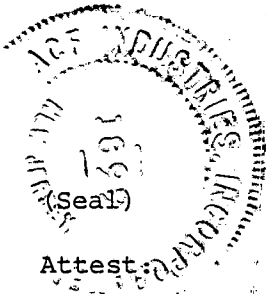
THE CHASE MANHATTAN BANK, N.A.
Trustee



By: C. J. Kitzelmann

Thomas Provenzano

ACF INDUSTRIES, INCORPORATED



By: Anesh Choksi
Assistant Treasurer

Janet A. Knippen
Assistant Secretary

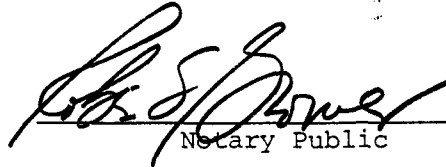
EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
73531	T564	1/89	\$ 61,519	\$ 61,519	\$ 61,519	\$ 61,519
73532	"	"	61,519	61,519	61,519	61,519
73533	"	"	61,519	61,519	61,519	61,519
73534	"	"	61,519	61,519	61,519	61,519
77470	T863	2/89	67,454	67,454	67,454	67,454
	Total			\$ 313,530	\$ 313,530	\$ 313,530

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 20th day of June, 1989, before me personally appeared Charles F. Heinzelmann, to me personally known, who, being by me duly sworn, says that (s)he is a Vice President of The Chase Manhattan Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

ROBIN S. BROWER
Notary Public, State of New York
No. 31-4884384

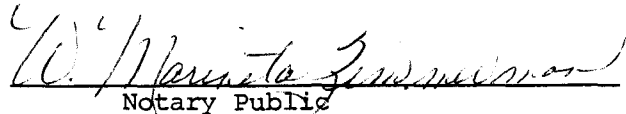
Qualified in New York County

~~Certificate Filed in New York County~~

Commission Expires October 5, 1989

STATE OF MISSOURI)
) ss:
COUNTY OF ST. LOUIS)

On this 31st day of May , 1989 , before me personally appeared Umesh Choksi , to me personally known, who, being by me duly sworn, says that (s)he is the Asst. Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.